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UNITED STATES RITIES AND EXCHANGE COMMISSIO Washington, D.C. 20549

FORM D

OMB APPROVAL OMB Number: 3235-0076 Expires: May 31, 2005 Estimated average burden hours per response... 1

SEC USE ONLY Serial Prefix

DATE RECEIVED

NOTICE OF SALE OF SECURITIES	MAY I 3 CO
PURSUANT TO REGULATION D,	
SECTION 4(6), AND/OR	100 Sm. 13
UNIFORM LIMITED OFFERING EXEMP	ΓΙΟΝ

	Month Year		THOMSON
[] business trust	[] limited partnership, to be formed	PR	OCESSEL IAY 14 2003
[x] corporation	[] limited partnership, already formed	[] other (please specify):	A APART
Type of Business Organi	zation		
Brief Description of Busir Hormone and other health	ness h screening, and certain compounding and sale of	natural hormone replacements.	
Same as above			
Address of Principal Busi Code) (if different from E	iness Operations (Number and Street, City, Stat executive Offices)	e, Zip Code) Telephone Number (including Area
ومراجع والمتحرب المحاولات والمتحرف والمحاورة والمحاولات والمتحرف والمتحرف والمتحرف والمحاورة والمحاورة والمتحرف	nd, Clifton, Virginia 20124	703-830-5131	(l = al, , alt = a, A = a =
	ices (Number and Street, City, State, Zip Code)	Telephone Number (Including Are	∍a Code)
ProfileHealth, Inc.	and to an amortament and mano had shangou,	and mandate enanger,	
	this is an amendment and name has changed, a	and indicate change)	
1. Enter the information r	A. BASIC IDENTIFICATION equested about the issuer	DATA	
Type of Filing: [x] New Fi			
Filing Under (Check box apply):	[] <u>Rule 504</u> [] <u>Rule 505</u> [x] <u>Ru</u>	<u>le 506</u> [] Section 4(6) [] ULOE	
Preferred Stock Offering			

Organization:

[0]5] [0]0]

[x] Actual [] Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction) [V] [A]

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required. Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part É and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

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A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and

Each general and managing partner of partnership issuers.	
Check Box(es) that Apply: [] Promoter [x] Beneficial Owner [x] Executive Officer[x] Director	[] General and/or Managing Partner
Full Name (Last name first, if individual) Brown, J. Michael	ratur Paritaina artir paritaina da
Business or Residence Address (Number and Street, City, State, Zip Code)	
12203 Fairfax Station Road, Clifton, Virginia 20124	
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [x] Executive Officer[] Director	[] General and/or Managing Partner
Full Name (Last name first, if individual)	
Lee, Valerie	
Business or Residence Address (Number and Street, City, State, Zip Code) P. O. Box 996, Middleburg, Virginia 20118	
Check Box(es) that Apply: [] Promoter [x] Beneficial Owner [x] Executive Officer[x] Director	[] General and/or Managing Partner
Full Name (Last name first, if individual) Lee, William M.	antanana, manana (antanana, fina)
Business or Residence Address (Number and Street, City, State, Zip Code)	
P. O. Box 996, Middleburg, Virginia 20118	
Check Box(es) that Apply: [] Promoter [x] Beneficial Owner [] Executive Officer[] Director	General and/or Managing Partner
Full Name (Last name first, if individual) Flach, James L.	
Business or Residence Address (Number and Street, City, State, Zip Code) 36826 N. 51 st Street, Cave Creek, AZ 85331	
Check Box(es) that Apply: [] Promoter [x] Beneficial Owner [] Executive Officer[] Director	[] General and/or Managing Partner
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer[] Director	[] General and/or Managing Partner
Full Name (Last name first, if individual)	न विकेद के प्राप्त के किया के किया के किया के किया किया किया किया किया किया किया किया
Business or Residence Address (Number and Street, City, State, Zip Code)	and the second s
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer[] Director	[] General and/or Managing Partner
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
(Use blank sheet, or copy and use additional copies of this sheet, as nec	essary.)

B. INFORMATION ABOUT OFFERING

										Ye []	s No [x]	
					will be a			y individi	ual?			\$1,000
3. Does	s the off	fering pe	rmit joint	owners	hip of a s	single un	nit?				Ye	
directly connect person the nar	or indirection with or agerenated or agerena	rectly, and h sales of ht of a broker e broker	y commi of securit oker or o or deale	ission or ies in the lealer re er. If more	ach pers similar r e offering gistered e than fiv may set	emunera g. If a pe with the ve (5) pe	ation for rson to b SEC and rsons to	solicitation e listed in d/or with be listed	on of pur s an ass a state of are ass	chasers ociated or states ociated	list	[]
	me (La	st name	first, if in	dividual)								
N/A Busine	ss or Re	esidence	Addres	s (Numb	er and S	treet, Cit	ty, State,	Zip Cod	le)			
			oker or I		W							*******
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					cited or I States)			Purchase	ers] All Sta	ites
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Full Na	me (La	st name	first, if in	dividual)								
Busine	ss or Re	esidence	Addres	s (N umb	er and S	treet, Cit	ty, State,	Zip Cod	le)			
Name	of Asso	ciated Br	oker or l	Dealer								
					cited or I States)			Purchase	ers] All Sta	ites
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Name	of Asso	ciated Br	oker or I	Dealer								
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C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

C. OFFERING PRICE, NUMBER OF INVESTORS, EXP	ENSES AND USE	OF PROCEEDS
1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
Type of Security Debt	Aggregate Offering Price \$0 \$500,000	Amount Already Sold \$0 \$251,010
[] Common [x] Preferred		
Convertible Securities (including warrants) Partnership Interests Other (Specify	\$0 \$0 \$0 \$500,000	\$0 \$0 \$0 \$251,010
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Annonia
Accredited Investors Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the	Number Investor 1 0 0	Aggregate Dollar Amount s of Purchases \$251,010 \$0 \$0
information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Par C-Question 1.	t .	
Type of offering Rule 505 Regulation A Rule 504 Total	Type of Security 0 0 0 0	Dollar Amount Sold \$0 \$0 \$0 \$0
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify) Total	[1] [x] [1] [1] [1]	\$\$5,000 \$\$\$ \$\$\$ \$\$\$

 b. Enter the difference between the aggregate offering C - Question 1 and total expenses furnished in respon This difference is the "adjusted gross proceeds to the 	se to Part C - Quest		\$495,000	
5. Indicate below the amount of the adjusted gross proused or proposed to be used for each of the purposes amount for any purpose is not known, furnish an estim box to the left of the estimate. The total of the paymenthe adjusted gross proceeds to the issuer set forth in requestion 4.b above.	shown. If the late and check the ts listed must equal	Danmanta ta		
·		Payments to Officers, Directors, & Affiliates	Payments To Others	
Salaries and fees		[x] \$96,000	[]\$	
Purchase of real estate	•	[]\$	[]\$	
Purchase, rental or leasing and installation of machine and equipment		[]\$	[]\$	
Construction or leasing of plant buildings and facilities	······	[]\$. []\$	
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issue pursuant to a merger)		[]\$	[]\$	
Repayment of indebtedness		[]\$	[x] \$75,000	
Working capital		[]\$		
Other (specify): Marketing		[]\$		
		[]\$	[]\$	
Column Totals		[x] \$96,000	[x] \$404,000	
Total Payments Listed (column totals added)		[x] \$500	0,000	
D. FEC	ERAL SIGNATURE			
The issuer has duly caused this notice to be signed by Rule 505, the following signature constitutes an under Commission, upon written request of its staff, the infor pursuant to paragraph (b)(2) of Rule 502.	taking by the issuer	to furnish to the	U.S. Securities and Exch	ange
Issuer (Print or Type) ProfileHealth, Inc.	Signature	Date		
	Title of Signer (Print President	or Type)		
ATTENTION				
Intentional misstatements or omissions (U.S.C. 1001.)	of fact constitute fe	ederal criminal	violations. (See 18	

E. STATE SIGNATURE	
1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification Yes No provisions of such rule?	

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) ProfileHealth, Inc.	Signature Date Much Sur 5/1/03
Name of Signer (Print or Type) J. Michael Brown	Title (Print or Type) President

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1								5		
	2		3		Disqualification					
			Type of security						under State ULOE	
	1	to sell	and aggregate					(if yes,	attach	
		ccredited in State		ar		investor and chased in State		explana wai		
		-Item 1)	(Part C-Item 1)		(Part	C-Item 2)		gran	ted)	
				Number of		Number of		(Part E-	Item 1)	
				Accredited		Non-Accredited				
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No	
AL					·		,			
AK										
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